

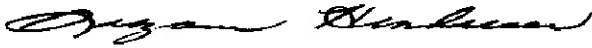
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Tarrant County Texas

Official Public Records

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\$20.00
Chesapeake Operating, Inc.

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AMENDMENT TO OIL AND GAS LEASE

L 0562748

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

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WHEREAS, on **October 29, 2009**, an Oil and Gas Lease was entered into by and between **Martin Sprocket & Gear, Inc.**, whose address is 3100 Sprocket Drive, Arlington, Texas 76015, herein called "Lessor," and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, Lessee; said Oil and Gas Lease is evidenced by a Memorandum of Oil, Gas and Mineral Lease which is recorded in the Official Public Records of Tarrant County, Texas as **D209335550**, and;

WHEREAS, Paloma Barnett, LLC assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., by Assignment dated March 8, 2010, and recorded as D210056477 Official Public Records, Tarrant County, Texas, and;

WHEREAS, Lessor and Chesapeake Exploration, L.L.C., its successors and assigns, desire to amend said Oil and Gas Lease as set forth below;

The Lease states in the last sentence of Paragraph 12 as follows:

In the event Lessee shall exercise the right to pool hereunder, Lessee shall include in such unit all of the acreage described in Exhibit "A".

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The last sentence of Paragraph 12 within the said Oil and Gas Lease as referenced above is deleted in its entirety and substituted with the following:

In the event Lessee shall exercise the right to pool hereunder, Lessee shall utilize all of the acreage described in Exhibit "A" in one or more units. If any part of the leased premises is pooled with other lands or leases to form a pooled unit, operations on, completion of a well upon, or production from such unit will not maintain this lease in force as to any lands not included in such unit. Any portion of the lands not included in such unit shall remain subject to the terms and conditions of this lease unaffected by the pooling of any other portion of the lands covered by this lease and included in such unit.

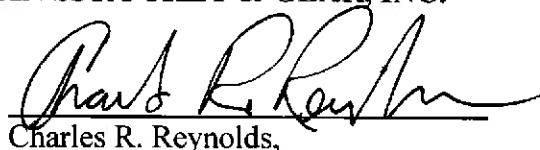
Lessor(s) further acknowledge the Oil and Gas Lease as being valid and subsisting and in full force and effect and all of the rights granted to Lessee under the Oil and Gas Lease shall continue in full force and effect as to the terms and provisions of the Oil and Gas Lease.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of signature below, but shall be deemed effective for all purposes as of March 24, 2010.

Lessor:

MARTIN SPROCKET & GEAR, INC.

By:



Charles R. Reynolds,
Executive Vice President & Treasurer

Assignees:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma Limited Liability Company

By: [Signature]
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel *BV 6/6/2010*

TOTAL E&P USA, INC., a Delaware corporation

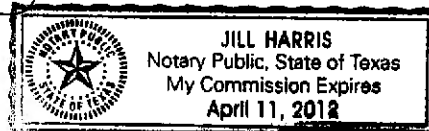
By: [Signature]
Eric Bonnin, Vice President
Business Development and Strategy *EW*

ACKNOWLEDGMENTS

STATE OF TEXAS §
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COUNTY OF TARRANT §

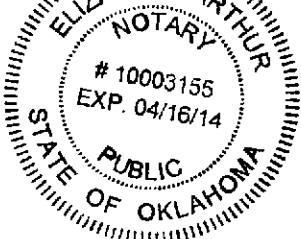
This instrument was acknowledged before me on the 25th day of March 2010, by **Charles R. Reynolds, as Executive Vice President & Treasurer of MARTIN SPROCKET & GEAR, INC.**, on behalf of said company.

[Signature: Jill Harris]
Notary Public, State of Texas



STATE OF TEXAS §
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COUNTY OF TARRANT §

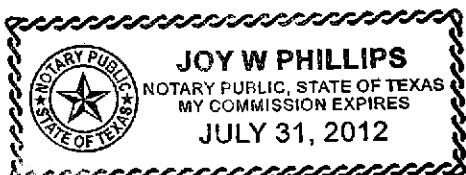
The foregoing instrument was acknowledged before me on the 12th day of April, 2010, by **Henry S. Hood, as Sr. Vice President – Land and Legal & General Counsel of CHESAPEAKE EXPLORATION, L.L.C.**, on behalf of said company.



[Signature: Elizabeth Arthur]
Notary Public, State of Texas

STATE OF TEXAS §
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COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me this 4th day of October, 2010, by **Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, on behalf of said company.



[Signature: Joy W Phillips]
Notary Public, State of Texas